

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	
)	Objection Deadline: March 26, 2010 at 4:00 p.m.
)	Hearing Date: April 19, 2010 at 10:30 a.m.

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING
THE SETTLEMENT OF ASBESTOS PROPERTY DAMAGE CLAIMS
FILED BY HAMILTON WENTWORTH DISTRICT SCHOOL BOARD**

1. The Debtors have negotiated a Settlement Agreement with Claimant, Hamilton Wentworth District School Board, which will settle Claimant's asbestos property damage claims (Claim Nos. 11322, 11323, 11678, 11680, 11681, 11682, and 11684) on terms and conditions set forth in the Settlement Agreement. A copy of the Settlement Agreement is attached as Exhibit A.
2. Debtors and Claimant negotiated in good faith to reach the Settlement Agreement and submit that it is in the best interest of the estate for the Court to approve the Settlement Agreement in an order substantially in the form of Exhibit B hereto.
3. For the reasons stated and pursuant to the authority cited in Debtors' prior Motions for Entry of An Order Authorizing the Settlement of an Asbestos Property Damage Claim,¹ which motions are incorporated by reference, Debtors respectively move this Court pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure to approve the Settlement Agreement as in the best interests of the estate.

¹ Samples of Debtors' prior Motions for Entry of An Order Authorizing the Settlement of an Asbestos Property Damage Claim that have been filed with the Court are located at Docket Nos. 16270 and 17116.

Dated: March 1, 2010

REED SMITH LLP

James J. Restivo, Jr. (Bar No. 10113)
Lawrence E. Flatley (Bar No. 21871)
Douglas E. Cameron (Bar No. 41644)
Traci S. Rea (Bar No. 76258)
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: (412) 288-3131
Facsimile: (412) 288-3063

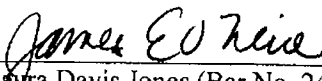
-and-

KIRKLAND & ELLIS LLP

Lisa G. Esayan
300 North LaSalle
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

-and-

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession